

# EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re: ) Chapter 11  
)  
DELPHI CORPORATION, *et al.*, ) Case No. 05-44481 (RDD)  
) (Jointly Administered)  
Debtors. )  
) Objection Deadline: February 14, 2007

**AMENDED STATEMENT OF MONTHLY INTERIM  
COMPENSATION AND EXPENSES**

To: The Notice Parties as defined in the First through Sixth Orders Under 11 U.S.C. § 331  
Establishing Procedures for Interim Compensation and Reimbursement of Expenses of  
Professionals

Name of Applicant: Jones Lang LaSalle Americas, Inc.

Authorized to Provide Professional Services to: Delphi Corporation, *et al.*

Date of retention: December 1, 2005 (retroactive to November 3, 2005)

Period for which compensation and expense reimbursement is sought: December 1, 2006 through December 31, 2006

Amount of compensation and expense reimbursement sought for period: \$63,983.30

Summary of Monthly Fee and Expense Statements:

		REQUESTED		PAID <sup>1</sup>	
Date Served	Period Covered	Fees	Expenses	Fees	Expenses
12/14/05	11/01/05 – 11/30/05	\$44,948.34	-0-	\$25,393.12	-0-
12/14/05	12/01/05 – 12/31/05	\$52,827.75	-0-	\$52,827.75	-0-
02/28/06	01/01/06 – 01/31/06	\$52,827.75	-0-	\$44,070.53	-0-
03/31/06	02/01/06 – 02/28/06	\$54,327.75	\$2,314.64	\$41,653.87	\$2,314.64

<sup>1</sup> On August 14, 2006, the Applicant received payment on account of 50% of all amounts held back from prior monthly payments. This amount totals \$31,658.77 and is in addition to the amounts listed as "paid" below. In addition, pursuant to the Sixth Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, the Applicant was to receive an additional distribution of amounts previously held back. The Applicant is in the process of confirming whether any such amount has been received.

		REQUESTED		PAID <sup>1</sup>	
Date Served	Period Covered	Fees	Expenses	Fees	Expenses
04/28/06	03/01/06 – 03/31/06	\$54,327.75	\$1,670.77	\$43,462.20	\$1,670.77
05/31/06	04/01/06 – 04/30/06	\$57,327.75	\$282.42	\$45,862.20	\$252.45
06/30/06	05/01/06 – 05/31/06	\$60,615.11	\$295.37	\$54,553.60	\$295.37
07/28/06	06/01/06 – 06/30/06	\$51,573.44	-0-	\$41,258.75	-0-
08/31/06	07/01/06 – 07/31/06	\$63,198.44	-0-	\$50,558.75	-0-
09/29/06	08/01/06 – 08/31/06	\$63,198.44	-0-	\$63,198.44	-0-
10/31/06	09/01/06 – 09/30/06	\$63,243.26	-0-	\$37,954.92 <sup>2</sup>	-0-
11/30/06	10/01/06 – 10/31/06	\$63,243.26	-0-	Pending	-0-
12/29/06	11/01/06 – 11/31/06	\$63,243.26	-0-	Pending	-0-
1/31/07	12/01/06 – 12/31/06	\$63,243.26	740.04	Pending	Pending

PLEASE TAKE NOTICE that Jones Lang LaSalle Americas, Inc. (the “Applicant”) has today served this Notice of Amended Monthly Statement of Interim Compensation and Expenses, for December 1, 2006 through December 31, 2006 (this “Amended Monthly Statement”) pursuant to the First through Sixth Orders Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (collectively, the “Compensation Order”), by which Applicant seeks (i) allowance of \$63,243.26 for services rendered from December 1, 2006 through December 31, 2006 (the “Statement Period”) and reimbursement of expenses totaling \$740.04 and (ii) payment of interim compensation for the Statement Period in the amount of \$50,594.61 and reimbursement in the amount of \$740.04.

<sup>2</sup> Because the Applicant received payment in full on account of professional services rendered in August, 2006, the amount that should have been withheld from such payment was withheld from the payment for services rendered in September, 2006.

This Amended Monthly Statement is submitted solely to correct and reduce the compensation sought on account of Kimberly Robinson, one of the Applicant's professionals. Due to an accounting error, the Applicant sought compensation on account of services rendered by Ms. Robinson in the amount of \$9,240.58. The correct amount due on account of services rendered by Ms. Robinson, as reflected in the invoices attached to this Amended Monthly Statement is \$3,332.18.

Delphi Corporation and its related debtor entities (collectively, the "Debtors") have retained the Applicant as Real Estate Administrative and Transaction Services Provider to the Debtors. The terms of the Debtors' engagement of the Applicant are set forth in the Real Estate Services Agreement between Delphi Automotive Systems LLC and Jones Lang LaSalle Americas, Inc., dated September 2, 2005, as amended by that certain First Amendment to Real Estate Services Agreement dated November 9, 2005 (the "Engagement Agreement"). The Debtors' employment of the Applicant was approved by the Court on December 1, 2005, retroactive to November 3, 2005.

As contemplated by the Engagement Agreement, the Applicant has dedicated 100% of certain professionals' time to assist the Debtors with respect to domestic and international real estate transactions, including lease renewals, new space acquisitions and building and lease dispositions. As set forth in the Engagement Agreement, Applicant is entitled to compensation on account of the monthly efforts rendered by both Administrative Services Account Personnel and Transaction Services Account Personnel according to the following formula:

Jones Lang LaSalle will be entitled to a fee for Administrative Services in an amount equal to the sum of: (i) the cost of salary of all Administrative Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overheard allocation and profit factor equal to seventy-five (75%) percent for Administrative Services Account Personnel of (i) above.

and

Jones Lang LaSalle will be entitled to a fee for Transaction Services Account Personnel in an amount equal to the sum of: (i) the cost of salary of all Transaction Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overheard allocation and profit factor equal to fifty-five (55%) percent for Transaction Services Account Personnel of (i) above.

Engagement Agreement, Exhibit B ¶¶ IA, IIA.

The Applicant seeks compensation for the services rendered during the Statement Period by seven individuals: Janice Lannoo and Lois Jankow, each of whom provided services as a Lease Analyst; Brian Collins, Eric Zhang, Monica Lee and Jas Lozinski, each of whom served as a Transaction Manager in the engagement with the Debtors; and Kim Robinson, who provided services as a Transaction Coordinator. Ms. Lannoo and Ms. Jankow and Mr. Collins are each stationed at the Debtors' headquarters in Troy, Michigan. Mr. Zhang holds an office in Shanghai and provides services to the Debtors with respect to transactions throughout Asia. Mr. Lozinski and Ms. Robinson are based in Luton, England, and provide services to the Debtors with respect to transactions throughout Europe. Ms. Lee is based in Sao Paulo, Brazil and provides services to the Debtors with respect to transactions throughout South America.

A general description of the services rendered by the Applicants' Lease Analysts, Transaction Managers and Transaction Coordinator to the Debtors is attached hereto as **Exhibit A**. The detailed amount of compensation to which Applicant is entitled for services rendered during the Statement Period for each of the Transaction Services Account Personnel and

Administrative Services Account Personnel dedicated exclusively to assist the Debtors is set forth in the invoices attached hereto as **Group Exhibit B**.

During the Statement Period, JLL incurred expenses totaling \$740.04 connection with the professional services rendered by Monica Lee for local transportation and telephone charges related to pending and potential real estate transactions, as follows:<sup>3</sup>

<b>SUMMARY OF EXPENSE STATEMENTS<sup>4</sup></b>			
<b>PROFESSIONAL</b>	<b>DATE INCURRED BY PROFESSIONAL</b>	<b>TYPE OF EXPENSE</b>	<b>AMOUNT<sup>5</sup></b>
Monica Lee	6/23/06	Taxi (to meeting)	56.82
Monica Lee	6/30/06	Car Rental (for meeting)	156.26
Monica Lee	9/6/06	Taxi (to meeting)	56.82
Monica Lee	9/12/06	Automobile Mileage (to and from meeting)	194.83
Monica Lee	9/14/06	Automobile Mileage (to and from meeting)	17.54
Monica Lee	10/1/06-10/31/06	Automobile Mileage (to and from meetings)	54.25
Monica Lee	10/1/06-10/31/06	Parking	12.79
Monica Lee	10/21/06	Meals (travel related)	47.74
Monica Lee	9/1/06-10/31/06	Cellular Phone Charges (business only phone)	142.99
		<b>TOTAL:</b>	<b>\$740.04</b>

<sup>3</sup> Each of these expenses was incurred directly by the indicated Professional. Although certain expenses were first incurred by the Applicant's Professionals prior to the present Application Period, due to the administrative complexities arising due to the fact that each expense was incurred outside of the United States, reimbursement for these expenses was not provided to the Applicant's professional until the current Application Period.

<sup>4</sup> Each of these expenses was incurred directly by the indicated JLL Professional. Although certain expenses were first incurred by JLL Professionals prior to the present Application Period, due to the fact that each expense was incurred outside of the United States, JLL provided reimbursement for such expenses during the current Application Period.

<sup>5</sup> These amounts were paid by the Applicant as R\$1,537.50 (Brazil Reais). At the then-current conversion rate of R\$2.11118 BRL to \$1.00 USD at the time the expense was incurred, the total expense incurred (R\$1,537.50) equals \$740.04 USD.

The above-referenced expenses were incurred at the Debtors' direction and/or for the Debtors' benefit and represent Applicant's professional's actual out-of-pocket expenses. An invoice for these expenses is attached as **Exhibit C**.

In addition, Applicant maintains the Delphi+ Lease Administration System database, for which the Applicant is entitled to receive an additional monthly fee of \$1,500.00. An invoice for this fee is attached as **Exhibit D**.

PLEASE TAKE FURTHER NOTICE that responses or objections to the Monthly Statement, if any, were required to be served upon the undersigned counsel on or before February 14, 2007 (the "Objection Deadline"). No objections were received.

PLEASE TAKE FURTHER NOTICE that because no objection was served in the time and manner required in the prior Notice, the Debtors shall pay to the Applicant an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in this Amended Monthly Statement or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection. All fees and expenses in this Amended Monthly Statement will be included in the next interim application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and may be subject to objection at such time.

PLEASE TAKE FURTHER NOTICE that Applicant reserves the right to correct, supplement or amend this request for interim compensation until a final application is filed.

Dated: February 21, 2007

JONES LANG LASALLE AMERICAS, INC.

By: 

One of its attorneys

Joseph D. Frank (IL ARDC # 6216085)  
Jeremy C. Kleinman (IL ARDC # 6270080)  
FRANK/GECKER LLP  
325 North LaSalle Street, Suite 625  
Chicago, Illinois 60610  
(312) 276-1400 – telephone  
(312) 276-0035 – facsimile

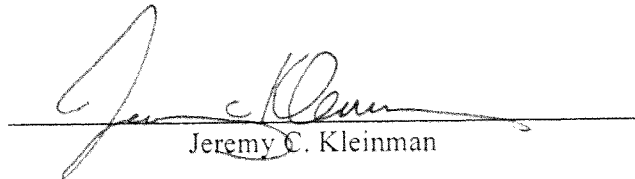


**CERTIFICATE OF SERVICE**

I, Jeremy C. Kleinman, an attorney, hereby certify that on February 21, 2007, I caused the attached **Amended Statement of Monthly Interim Compensation and Reimbursement of Expenses** to be served by electronic mail upon the parties listed below:

Delphi Fee Committee  
Attention: David M. Sherbin  
Vice President and General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098  
[fee.committee@delphi.com](mailto:fee.committee@delphi.com)

Legal Cost Control, Inc.  
Attention: Joseph Sykes  
255 Kings Highway East  
Haddonfield, New Jersey 08033  
[jsykes@legalcost.com](mailto:jsykes@legalcost.com)

  
Jeremy C. Kleinman

# EXHIBIT A

### **Lease Analyst**

The Lease Analyst position is 100% dedicated on-site with Delphi Corporation and is responsible for a full scope of Lease Administration services including: Abstracting and interpreting commercial lease documents (leases, amendments, subleases), rent analysis and rent payment processing, client/vendor/landlord relationship management, resolution of rent and other Landlord/Tenant issues, reviewing annual landlord reconciliation statements and calculations to ensure accuracy and lease compliance, data entry and data management of lease documents, tracking and maintaining critical dates, financial analysis, subtenant account management, and billing/collections of third party tenant rents. Position is also responsible for reviewing Escalation/CAM & real estate tax invoices as well as special projects as assigned by manager.

### **Transaction Manager**

The Transaction Manager position is 100% dedicated on site with Delphi Corporation and is responsible for a full scope of real estate transaction management services including: leading the site selection process for new leased and owned facilities, leading the negotiation process for new lease and purchase transactions with landlords, collaborating with legal (internal and external to the client) to memorialize terms in documentation. The Transaction Manager also manages the process of entering into new license agreements, easements, and other real estate related matters, as well as renewals of the same. The Transaction Manager carries out these responsibilities both individually and through management of third-party brokers when necessary (both within and external to Jones Lang LaSalle). The Transaction Manager also contributes to the development of real estate requirements on both a one-off basis and portfolio basis for Delphi's real estate portfolio, working closely with contacts in the Facilities Services Group (FSG), environmental services, and business divisions.

### **Transaction Coordinator**

The Transaction Coordinator position is 100% dedicated on site with Delphi Corporation and is responsible for assisting the European Real Estate Manager with all tasks, including: developing and coordinating approval of internal approval documents; developing financial analyses used in decision-making and approval documents; interfacing with Delphi, Jones Lang LaSalle, and landlord/investor contacts within the European region to facilitate completion of real estate transactions and receipt of all pertinent documentation; and interfacing with Delphi's FSG group and Jones Lang LaSalle in the United States to provide necessary documentation for leased and owned properties.

# EXHIBIT B



*Jones Lang LaSalle Americas, Inc.  
Attn: Emily Houghton  
33845 Treasury Center  
Chicago, IL 60694-1700  
(312) 228-2838*

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attention: Mark Kamischke

Date: January 19, 2007

Invoice No. **17331**

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Services of:

Lois Jankow / Troy, MI: December 1 - December 31, 2006	\$ 8,750.00
Janice Lanoo / Troy, MI : December 1 - December 31, 2006	\$ 6,125.00

**Amount Currently Due and Payable: \$ 14,875.00**

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Make check payable to **Jones Lang LaSalle Americas, Inc.**

**Mail to:** Jones Lang LaSalle Americas, Inc.  
33845 Treasury Center  
Chicago, IL 60694-3800

If you have any questions regarding this invoice please contact **Emily J. Houghton 312-228-2838**



*Jones Lang LaSalle Americas, Inc.  
Attn: Emily Houghton  
33845 Treasury Center  
Chicago, IL 60694-1700  
(312) 228-2838*

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attention: Mark Kamischke

Date: January 19, 2007

Invoice No. **17333**

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Services of:

Brian Collins / Detroit, MI : December 1 - December 31, 2006

\$ 11,625.00

Amount Currently Due and Payable: \$ 11,625.00

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Make check payable to **Jones Lang LaSalle Americas, Inc.**

**Mail to:** Jones Lang LaSalle Americas, Inc.  
33845 Treasury Center  
Chicago, IL 60694-3800

If you have any questions regarding this invoice please contact **Emily J. Houghton 312-228-2838**



*Jones Lang LaSalle Americas, Inc.  
Attn: Emily Houghton  
33845 Treasury Center  
Chicago, IL 60694-1700  
(312) 228-2838*

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attention: Mark Kamischke

Date: January 19, 2007

Invoice No. **17332-Revised**

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Services of:

Eric Zhang / China: December 1 - December 31, 2006	\$ 6,491.91
Jas Lozinski / England : December 1 - December 31, 2006	\$ 22,419.25
Kim Robinson / England: December 1 - December 31, 2006	\$ 3,332.18
Monica Lee / Brazil: December 1 - December 31, 2006	\$ 3,000.00

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Amount Currently Due and Payable: \$ 35,243.34

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Make check payable to **Jones Lang LaSalle Americas, Inc.**

**Mail to:** Jones Lang LaSalle Americas, Inc.  
33845 Treasury Center  
Chicago, IL 60694-3800

If you have any questions regarding this invoice please contact **Emily J. Houghton 312-228-2838**

# EXHIBIT C





*Jones Lang LaSalle Americas, Inc.  
Attn: Emily Houghton  
33845 Treasury Center  
Chicago, IL 60694-1700  
(312) 228-2838*

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attention: Mark Kamischke

Date: January 19, 2007

Invoice No. **17334**

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Travel Expenses:

Monica Lee / Brazil : June 2006

Taxi to Meeting	\$	56.82
Rental Car for Meeting	\$	156.26

Monica Lee / Brazil : September 2006

Taxi to Meeting	\$	56.82
Automobile Mileage	\$	212.37

Monica Lee / Brazil : October 2006

Automobile Mileage	\$	54.25
Parking	\$	12.79
Lunch	\$	47.74
Cell Phone Charges	\$	142.99

Amount Currently Due and Payable: \$ 740.04

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Make check payable to **Jones Lang LaSalle Americas, Inc.**

**Mail to:** Jones Lang LaSalle Americas, Inc.  
33845 Treasury Center  
Chicago, IL 60694-3800

If you have any questions regarding this invoice please contact **Emily J. Houghton 312-228-2838**

# EXHIBIT D



*Jones Lang LaSalle Americas, Inc.  
Attn: Emily Houghton  
33845 Treasury Center  
Chicago, IL 60694-1700  
(312) 228-2838*

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attention: Mark Kamischke

Date: January 19, 2007

Invoice No. **17330**

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Fee:

Lease Administration Delphi Plus Fee - December 2006	\$ 1,500.00
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Amount Currently Due and Payable: \$ 1,500.00

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Make check payable to **Jones Lang LaSalle Americas, Inc.**

**Mail to:** Jones Lang LaSalle Americas, Inc.  
33845 Treasury Center  
Chicago, IL 60694-3800

If you have any questions regarding this invoice please contact **Emily J. Houghton 312-228-2838**